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RECORDATION NO. FILED 1425

DEC 13 1989 - 3 40 PM

New Number  
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## INTERSTATE COMMERCE COMMISSION

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December 13, 1989

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INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of a 1) Memorandum of Lease Agreement dated November 1, 1989 and 2) an Assignment of Lease and Lease Payments dated December 11, 1989, primary and secondary documents, respectively, as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: GP-38 Partners 89  
5 Great Valley Parkway, Suite 356  
Malvern, PA 19355

Lessee: Eureka Southern Railroad Company, Inc.  
130 A Street  
Eureka, CA 19550

Assignee: Chrysler Capital Corporation  
301 Lippincott Centre, Suite 103  
Marlton, NJ 08053

A description of the railroad equipment covered by the enclosed documents is four (4) 1969 General Motors EMD Model GP-38 diesel electric locomotives bearing EUKA marks and numbers 30 through 33, both inclusive.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

2 Counterparts - CT Keenler

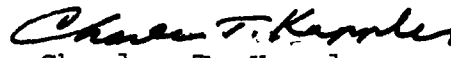
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
December 13, 1989  
Page 2

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's index is:

Memorandum of Lease Agreement dated November 1, 1989 between GP-38 Partners 89, Lessor and Eureka Southern Railroad company, Inc., Lessee; and Assignment of Lease and Lease Payments dated December 11, 1989 from GP-38 Partners 89, Assignor to Chrysler Capital Corporation, Assignee covering 4 GP-38 diesel electric locomotives, EUKA 30-EUKA 33.

Very truly yours,

  
Charles T. Kappler

CTK/skh

16651  
RECORDATION NO. \_\_\_\_\_ FILED 1423

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INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF LEASE**

**BETWEEN**

**GP-38 PARTNERS 89 ("LESSOR")**

**AND**

**THE EUREKA SOUTHERN RAILROAD COMPANY, INC. ("LESSEE")**

**NOVEMBER 1, 1989**

Memorandum of a Lease Agreement made and entered into as of November 1, 1989 by and between GP-38 Partners 89, a Pennsylvania partnership, ("Lessor") and the Eureka Southern Railroad Company, Inc., a California corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor four (4), used GP-38 2000 horsepower, four axle, diesel electric locomotives with Road Numbers EUKA 30, EUKA 31, EUKA 32, and EUKA 33.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GP-38 PARTNERS 89

BY: 

EUREKA SOUTHERN RAILROAD COMPANY, INC.

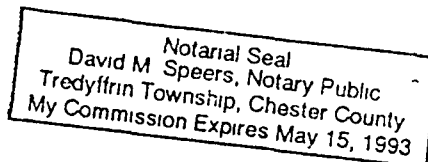
BY: 

STATE OF Pennsylvania  
COUNTY OF Chester

On this 6<sup>th</sup> day of December, in the year 1989, before me personally came John M. Ruse, to me known, who, being by me duly sworn, did depose and say that he resides at 652 Joseph Drive, Wayne, Pennsylvania; that he is a General Partner of GP-38 Partners 89, the partnership described in and which executed the foregoing instrument; and that he signed his name thereto.

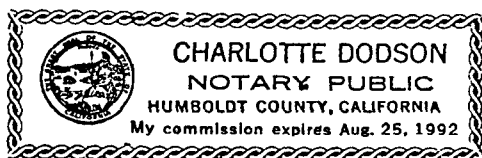
David M. Speers  
Notary Public

(NOTARIAL SEAL)



STATE OF CALIFORNIA  
COUNTY OF HUMBOLDT

On this 8<sup>th</sup> day of December, in the year 1989, before me personally came Jerry E. Gregg, to me known, who, being by me duly sworn, did depose and say that he resides at 9911 Nieman Road, Overland Park, Kansas; that he is a Trustee of the EUREKA SOUTHERN RAILROAD COMPANY, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto.



Charlotte Dodson  
Notary Public

(NOTARIAL SEAL)